

United States Bankruptcy Court
Northern District of California

In re **Carter's Grove, LLC**
Debtor

Case No. **11-30554**

Chapter **11**

SUMMARY OF SCHEDULES - AMENDED

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	15,800,000.00		
B - Personal Property	Yes	4	156,417.76		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	1		12,422,064.04	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	1		0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	4		61,920.23	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		13			
Total Assets			15,956,417.76		
Total Liabilities				12,483,984.27	

In re **Carter's Grove, LLC**

Case No. **11-30554**

Debtor

SCHEDULE A - REAL PROPERTY - AMENDED

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
Historic residence including Georgian style mansion and caretakers' cottage, underground "museum" and stables located on 476 acres located on the north shore of James River in James City County, Virginia, 8797 Pocahontas Trail, Route 60, Williamsburg, Virginia.	Fee Simple	-	15,800,000.00	12,422,064.04

Sub-Total > **15,800,000.00** (Total of this page)

Total > **15,800,000.00**

0 continuation sheets attached to the Schedule of Real Property

(Report also on Summary of Schedules)

In re Carter's Grove, LLCCase No. 11-30554

Debtor

SCHEDULE B - PERSONAL PROPERTY - AMENDED

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.	X			
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			

Sub-Total > **0.00**
(Total of this page)

3 continuation sheets attached to the Schedule of Personal Property

In re **Carter's Grove, LLC**Case No. **11-30554**

Debtor

SCHEDULE B - PERSONAL PROPERTY - AMENDED

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.	X			
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			

Sub-Total > **0.00**
(Total of this page)

Sheet **1** of **3** continuation sheets attached
to the Schedule of Personal Property

In re **Carter's Grove, LLC**Case No. **11-30554**

Debtor

SCHEDULE B - PERSONAL PROPERTY - AMENDED

(Continuation Sheet)

Type of Property	NON E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.		Potential claims (currently being investigated) against Colonial Williamsburg Foundation arising from the purchase of a Historic residence including Georgian style mansion and caretakers' cottage, underground "museum" and stables located on 476 acres located on the north shore of James River in James City County, Virginia, 8797 Pocahontas Trail, Route 60, Williamsburg, Virginia	-	Unknown
22. Patents, copyrights, and other intellectual property. Give particulars.		Potential trademark infringement claims [TBP]	-	Unknown
		Carter's Grove Trademarks: U.S. Registration Nos: 1,132,230 3,394,321 3,539,346	-	Unknown
23. Licenses, franchises, and other general intangibles. Give particulars.		License Agreement between Colonial Williamsburg Foundation and Debtor dated December 19, 2007	-	Unknown
		Trademark Assignment Agreement between Debtor and Colonial Williamsburg Foundation dated December 19, 2007	-	Unknown
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.		2004 Ford F-250 Truck VIN # 1FTSX21578EC45225	-	6,500.00
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			
29. Machinery, fixtures, equipment, and supplies used in business.		PALLET FORKS - MJAL1340F800606	-	850.00
		PALLET FORKS - MJAL13400F800702	-	850.00
		BOX BLADE - WSBB2072X800175	-	915.00
		TRACTOR - LV5525R354458	-	43,142.96
Sub-Total >				52,257.96
(Total of this page)				

Sheet 2 of 3 continuation sheets attached
to the Schedule of Personal Property

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In re **Carter's Grove, LLC**

Case No. **11-30554**

Debtor

SCHEDULE B - PERSONAL PROPERTY - AMENDED
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		LOADER - W00542C027126	-	8,364.00
		QUICK TRAK-54" - TC657AX020096	-	5,869.65
		Z TRAK-60" - DM997SB020795	-	12,114.38
		Z TRAK-72" - TC997SC030036	-	12,548.87
		TRACTOR - LV4520H550263	-	26,115.00
		LOADER - W0400XX021034	-	4,553.48
		TRAC-VAC MOD. 1060 FPR - #10986	-	2,979.38
		ROTARY CUTTER - #1072456	-	1,208.81
		21" WB - GXTS30A123265	-	418.00
		WOODS BATWING BW180-2 - #1107436	-	11,437.98
		WOODS MOWER 9204 - #1105790	-	14,768.55
		BLOWER BUGGY - MODEL #601	-	583.00
		LITTLE WONDER BLOWER - MODEL #9131/13 HP	-	1,676.45
		CARPORT - 18X26X10	-	1,522.25
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

Sub-Total > **104,159.80**
(Total of this page)
Total > **156,417.76**

Sheet **3** of **3** continuation sheets attached
to the Schedule of Personal Property

(Report also on Summary of Schedules)

B6D (Official Form 6D) (12/07)

In re **Carter's Grove, LLC**Case No. **11-30554**

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS - AMENDED

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D W I F E J O I N T O R	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.			May 22, 2005 2nd Trust Deed Historic residence incl. Georgian mansion/caretakers' cottage, underground "museum"/stables on 476 acres on north shore of James River, James City Cty., VA, 8797 Pocahontas Trail, Rte 60, Williamsburg, VA					
AVN Air, LLC c/o GE Capital Attn: Doby Rose 4 Park Plaza, Suite 1400 Irvine, CA 92614-8560	X	-	Value \$ 15,800,000.00	X		X	5,000,000.00	0.00
Account No.			December 17, 2007 1st Trust Deed Historic residence incl. Georgian mansion/caretakers' cottage, underground "museum"/stables on 476 acres on north shore of James River, James City Cty., VA, 8797 Pocahontas Trail, Rte 60, Williamsburg, VA					
Colonial Williamsburg Foundation Robert B. Taylor, SR VP Finance & Admin Post Office Box 1176 Williamsburg, VA 23187	X	-	Value \$ 15,800,000.00			X	4,000,000.00	0.00
Account No. xxxxxx / xxxxx0030			06/05/10, 12/06/10 Property Tax Lien Historic residence incl. Georgian mansion/caretakers' cottage, underground "museum"/stables on 476 acres on north shore of James River, James City Cty., VA, 8797 Pocahontas Trail, Rte 60, Williamsburg, VA					
James City County Real Estate Assessments Divisions PO Box 8784 Williamsburg, VA 23187		-	Value \$ 15,800,000.00				22,064.04	0.00
Account No.			February 14, 2011 Settlement Agreement - 3rd Trust Deed Historic residence incl. Georgian mansion/caretakers' cottage, underground "museum"/stables on 476 acres on north shore of James River, James City Cty., VA, 8797 Pocahontas Trail, Rte 60, Williamsburg, VA					
Sotheby's, Inc. Attn: Jon Olsoff, General Counsel 1334 York Avenue New York, NY 10021	X	-	Value \$ 15,800,000.00	X			3,400,000.00	0.00
Subtotal (Total of this page)							12,422,064.04	0.00
Total (Report on Summary of Schedules)							12,422,064.04	0.00

0 continuation sheets attached

In re **Carter's Grove, LLC**Case No. **11-30554**

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS - AMENDED

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☒ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)☐ **Domestic support obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,775* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,600* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☐ **Taxes and certain other debts owed to governmental units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to maintain the capital of an insured depository institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

☐ **Claims for death or personal injury while debtor was intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

B6F (Official Form 6F) (12/07)

In re **Carter's Grove, LLC**Case No. **11-30554**

Debtor

**AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R H U S B A N D W I F E J O I N T C O M M U N I T Y	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. Anthem Blue Cross and Blue Shield P.O. Box 580494 Charlotte, NC 28258-0494		Trade debt -	X			7,255.96
Account No. AVN Air, LLC c/o GE Capital Attn: Doby Rose 4 Park Plaza, Suite 1400 Irvine, CA 92614-8560		Trade debt -	X			0.00
Account No. Bay Disposal & Recycling 465 E. Indian River Road Norfolk, VA 23523		Trade debt -				133.20
Account No. Dominion Power P.O. Box 26532 Richmond, VA 23261-6532		Trade debt -				18,000.00
Subtotal (Total of this page)						25,389.16

3 continuation sheets attached

B6F (Official Form 6F) (12/07) - Cont.

In re **Carter's Grove, LLC**

Case No. **11-30554**

Debtor

AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Trade debt				
Gordon W. Chappell, FASLA 113 Pinepoint Road Williamsburg, VA 23185	-					8,500.00
Account No.		Trade debt				
Meeks Disposal Corp. 1328 Cavalier Blvd. Chesapeake, VA 23323	-					390.70
Account No.		Trade debt				
Natasha K. Loeblich 315 Drexel Drive Grapevine, TX 76051	-					5,700.00
Account No.		Trade debt				
Newport News Waterworks P.O. Box 979 Newport News, VA 23607-0979	-					1,413.70
Account No.		Trade debt				
Phillips Energy, Inc. P.O. Box 726 Gloucester Point, VA 23062	-					1,707.39
Sheet no. <u>1</u> of <u>3</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						17,711.79

B6F (Official Form 6F) (12/07) - Cont.

In re **Carter's Grove, LLC**

Case No. **11-30554**

Debtor

AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			Trade debt				
Private Client Group (Chartis) P.O. Box 601148 Pasadena, CA 91189-1148		-		X			7,500.00
Account No.							
Sotheby's, Inc. Attn: General Counsel 1334 York Avenue New York, NY 10021		-		X			0.00
Account No.							
The Colonial Williamsburg Foundation Robert B. Taylor, Sr. VP Finance Admin PO Box 1776 Williamsburg, VA 23187-1776		-				X	0.00
Account No.			Trade debt				
Tiger Fuel Company P.O. Box 1607 Charlottesville, VA 22902		-					6,338.28
Account No.							
Vandeventer Black LLP Attn: David W. Lannetti 101 W. Main Street 500 Word Trade Center Norfolk, VA 23510		-					0.00
Sheet no. 2 of 3 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							13,838.28

B6F (Official Form 6F) (12/07) - Cont.

In re **Carter's Grove, LLC**

Case No. **11-30554**

Debtor

AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E	D E B T O R	Husband, Wife, Joint, or Community H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. xxxxxxx8533, xxxxxxx1079								
Virginia Natural Gas PO Box 70840 Charlotte, NC 28272-0840			-					4,981.00
Account No.								
Account No.								
Account No.								
Account No.								
Account No.								
Subtotal (Total of this page)								4,981.00
Total (Report on Summary of Schedules)								61,920.23

Sheet no. **3** of **3** sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

In re **Carter's Grove, LLC**

Case No. **11-30554**

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES - AMENDED

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Colonial Williamsburg Foundation Robert B. Taylor, SR VP Finance & Admin Post Office Box 1176 Williamsburg, VA 23187	Debtor is the landlord lessor of a nonresidential real property lease relating to the "Winthrop Rockefeller Archaeological Museum" located on the property described in Schedule A. Debtor is the landlord lessor of 47 acres of pastureland on U.S. Route 60, 6 miles east of Williamsburg Virginia, as set forth in greater detail in the lease.

In re **Carter's Grove, LLC**

Case No. **11-30554**

Debtor

SCHEDULE H - CODEBTORS - AMENDED

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Halsey M .Minor 3810 Washington Street San Francisco, CA 94108	AVN Air, LLC c/o GE Capital Attn: Doby Rose 4 Park Plaza, Suite 1400 Irvine, CA 92614-8560
Halsey M .Minor 3810 Washington Street San Francisco, CA 94108	Coloninal Williamsburg Foundation Robert B. Taylor, SR VP Finance & Admin Post Office Box 1176 Williamsburg, VA 23187
Halsey M .Minor 3810 Washington Street San Francisco, CA 94108	Sotheby's, Inc. Attn: Jon Olsoff, General Counsel 1334 York Avenue New York, NY 10021

**United States Bankruptcy Court
Northern District of California**

In re **Carter's Grove, LLC**

Debtor(s)

Case No. **11-30554**

Chapter **11**

DECLARATION CONCERNING DEBTOR'S SCHEDULES - AMENDED

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the as Trustee for Halsey McLean Revocable Trust 11304 of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of **15** sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date **June 14, 2011**

Signature **/s/ Halsey M. Minor**

Halsey M. Minor

as Trustee for Halsey McLean Revocable Trust 11304

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.